

APR 12 '13 -3 1:1 PM

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

www.firstunionrail.com

~~RECORDED~~ ~~FILED~~

*Via Federal Express*

April 10, 2013

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-001  
Attn: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated January 24, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 21646.

The names and addresses of the parties to the enclosed document are:

Lessor	First Union Rail Corporation One O'Hare Centre 6250 N. River Road, Suite 5000 Rosemont, IL 60018	Lessee	Iowa Interstate Railroad 5900 6 <sup>th</sup> Street SW Cedar Rapids, IA 52404
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A description of the railroad equipment covered by the enclosed document is for twenty-three (23) gondola cars having SMW marks (see Exhibit A for car numbers)

A short summary of the document to appear in the index follows:                      Memorandum of Lease

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.  
Thank you for your cooperation in this matter

Sincerely,



Marcia Dunne  
Senior Documentation Specialist

Enclosures

(IAIS029)

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ASSGN NO IAIS029

MEMORANDUM OF LEASE

NOTARY PUBLIC

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 24<sup>th</sup> day of January, 2013, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and IOWA INTERSTATE RAILROAD ("Lessee"), an Iowa corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 21, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No 21 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 24, 2013, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By:

Name:

JOHN J. THOMAS  
PRESIDENT

ATTEST:

By:

Name:

GEORGIA FREIBURGER

Title:

MGR. OF DOCUMENTATION

Executed on this

24<sup>th</sup>

day of

January, 2013.

[CORPORATE SEAL]

STATE OF

Illinois

COUNTY OF

Cook

I, Janice L Enolva, a Notary Public of the County and State aforesaid, certify that John J Thomas personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

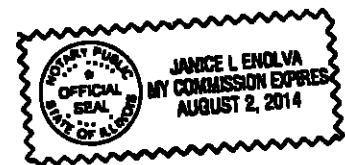
WITNESS my hand and official stamp or seal, this 24<sup>th</sup> day of January, 2013.

Janice L. Enolva  
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



LESSEE:

IOWA INTERSTATE RAILROAD

ATTEST:

By [Signature]  
Name. Larry Van Daele  
Title. Corporate Counsel

By [Signature]  
Name MC BURKHART  
Title VP-COO

Executed on this 17 day of January, 2013.

[CORPORATE SEAL]

STATE OF IOWA

COUNTY OF Linn

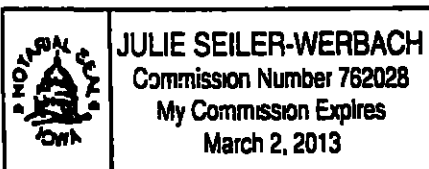
I, Julie Seiler-Werbach, a Notary Public of the County and State aforesaid, certify that MC Burkhardt personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 17 day of January, 2013

[Signature]  
Notary Public

Commission Expires:

March 2, 2013  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS**                      **Twenty-three (23)**

**DESCRIPTION OF CARS:**      **Gondola cars.**

**CAR NUMBERS**

SMW	316303
SMW	316305
SMW	316316
SMW	316317
SMW	316318
SMW	316331
SMW	316336
SMW	316337
SMW	316339
SMW	316347
SMW	316349
SMW	316354
SMW	316355
SMW	316364
SMW	316366
SMW	316370
SMW	316371
SMW	316373
SMW	316376
SMW	316379
SMW	316384
SMW	316385
SMW	316488